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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 6 PM 3:02

SUBJECT: HISPANIOLA DEVELOPMENT FOUNDATION, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following: 200001450522
-04/07/95--01036--023
****131.25 ****131.25

GRACE GUERRERO
(Name of Person)

HISPANIOLA DEVELOPMENT FOUNDATION, INC.
(Firm/Company)

85 GRAND CANAL DR. Suite #406
(Address)

MIAMI, FL. 33144
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

PEDRO L. GUERRA
(Name of Person)

at (305) 262-4990
Area Code & Daytime Telephone Number

COURIER ADDRESS:

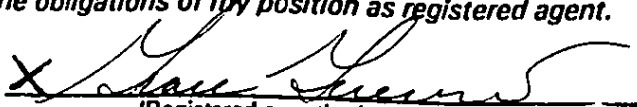
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. HISPANIOLA DEVELOPMENT FOUNDATION, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or other abbreviations of like import in language as will clearly indicate that it is a corporation instead of a partnership if not so contained in the name at present.)
2. STATE OF NEW YORK. 3. 11-3171856
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 26, 1993 5. PERPETUAL.
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. MARCH 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 85 GRAND CANAL DRIVE. SUITE # 406
MIAMI, FL. 33144
(Current mailing address)
8. SEE PAGE # 3. (ARTICLE 3, 4 & 5 FROM INC. ARTICLES)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: GRACE GUERRERO
Office Address: 85 GRAND CANAL DR. Ste. 406
MIAMI, Florida, 33144
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

~~Director~~
~~Chairman:~~ JOHN W. RYAN
Address: 193 LEWIS ROAD. NORTHPORT, NY. 11768

~~Director~~
~~Vice Chairman:~~ STANLEY B. MALINOWSKI
Address: 5 AUDREY AVENUE
PLAINVIEW, NY. 11803

Director: ENRIQUE REYES CARRION
Address: EDIFICIO NOROESTE. CALLE ISABEL LA CATOLICA 210
APDO. POSTAL 2752. SANTO DOMINGO. DOMINICAN REPUBLIC.

Director: GRACE GUERRERO
Address: 85 GRAND CANAL DR. STE. 406
MIAMI, FL. 33144.

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GRACE GUERRERO
(Typed or printed name and capacity of person signing application)

3. The purpose or purposes for which the corporation is formed are as follows:

For the conservation of the environment and of sea turtles, and reforestation, in the Island of Hispaniola, which consists of the countries of the Dominican Republic and Haiti.

To act as an umbrella organization for the distribution of its funds; to contract directly with firms to implement projects; to develop and implement programs of its own in furtherance of such purposes; to involve and increase the commitment of the private sector in the task of reforestation in the Dominican Republic and Haiti; and to assist in the education and training of improved agricultural techniques in the countries of the Dominican Republic and Haiti.

The corporation will solicit funds and accept contributions and donations to accomplish the aforesaid purposes.

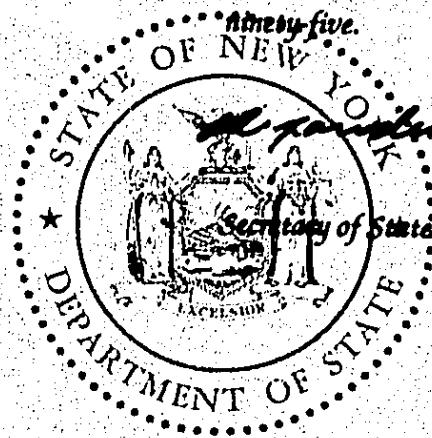
4. In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.
5. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404(b)-(v).

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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of HISPANIOLA DEVELOPMENT FOUNDATION, INC. was filed on 04/26/1993, as a Not-for-Profit corporation and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of March
one thousand nine hundred and
ninety-five.



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